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ACCESS MANAGEMENT LUXEMBOURG S.A

Société Anonyme

Registered Office: 12, rue Eugène Ruppert

L - 2453 Luxembourg

R.C.S. Luxembourg N° B 94.564

**MINUTES OF THE GENERAL ANNUAL MEETING
HELD AT THE REGISTERED OFFICE ON NOVEMBER 13, 2008**

The meeting is opened at 12h00 a.m.

Are elected as :

Chairman : Frédérique Lefèvre
Secretary : Hélène Subtil-Jastrzebski
Scrutineer : Stéphanie Guérissé

The Chairman states and the meeting considers that:

- all the shareholders are present or represented and they recognize themselves as duly convened,

it appears from the attendance list, duly signed and 'clôturée' by the chairman, the scrutineer and the secretary, that all the shareholders represented, are holding the entire number of Shares.

The meeting being duly constituted is able to deliberate on the different points of the agenda as follows:

1. To approve the annual report comprising the audited accounts of the Company for the fiscal year ended 31 December 2007 and to approve the Auditor's report thereon
2. To discharge the Directors with respect to the performance of their duties during the fiscal year ended 31 December 2007
3. Not to renew the mandate of Mr Jean-Michel Gelhay as director and thank him for his contribution over the time he spent on the Board
4. To elect Mr Alain Leonard in replacement of Jean-Michel Gelhay
5. To elect the following persons as Directors, each to hold office until the next annual general meeting of shareholders and until his or her successor is duly elected:

Mr. Patrick Littaye
Mr. Thierry Magon de la Villehuchet
Me. Pierre Delandmeter

6. To discharge the Auditor for the fiscal year ended 31 December 2007
7. To elect KPMG as independent Auditor of the Company for the forthcoming fiscal year
8. Allotment of the result for the fiscal year ended 31 December 2007
9. To transact such other business as may properly come before the meeting

After deliberation, the meeting unanimously took the following resolutions:

RÉSOLUTIONS

The meeting decides unanimously:

RESOLUTION 1

To approve the annual report comprising the audited accounts of the Company for the fiscal year ended 31 December 2007 and to approve the Auditor's report thereon.

RESOLUTION 2

To discharge the Directors with respect to the performance of their duties during the fiscal year ended 31 December 2007.

RESOLUTION 3

Not to renew the mandate of Mr Jean-Michel Gelhay as director and thank him for his contribution over the time he spent on the Board

RESOLUTION 4

To elect Mr Alain Leonard in replacement of Jean-Michel Gelhay

RESOLUTION 5

To elect the following persons as Directors, each to hold office until the next annual general meeting of shareholders and until his or her successor is duly elected:

Mr. Patrick Littaye
Mr. Thierry Magon de la Villehuchet
Me Pierre Delandmeter

RESOLUTION 6

To discharge the Auditor for the fiscal year ended 31 December 2007.

RESOLUTION 7

To elect KPMG as independent Auditor of the Company for the forthcoming fiscal year.

RESOLUTION 8

For the fiscal year ended 31 December 2007, to approve the distribution of the result for an amount of EUR 64.239.- as follows:


- 2 642.60.- euros allotted to the account of legal reserve
- 61 596.40.-euros allotted to the account of profits carried forward

No miscellaneous.

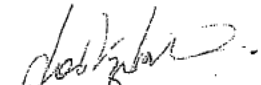
There being no further item on the agenda, the meeting is adjourned,

The present minutes are made and signed.


Luxembourg, November 13, 2008



Scrutineer
Stephanie Guérisset



Secretary
Hélène Subtil-Jastrzebski



Chairman
Frédérique Lefèvre